

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Chapter 11
	)	Case No. 05 B 04533
ROBERT J. LUNN, et al.,	)	(Jointly Administered)
	)	Hon. Susan Pierson Sonderby
Debtors.	)	

**NOTICE OF HEARING ON FIRST INTERIM FEE APPLICATION OF  
ALVAREZ & MARSAL LLC FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS  
ACCOUNTANTS TO THE DEBTORS FOR THE PERIOD FROM JUNE 11, 2005  
THROUGH AND INCLUDING SEPTEMBER 30, 2005**

PLEASE TAKE NOTICE that on **Tuesday, November 22, 2005, at 10:00 a.m.**, we shall appear before the Honorable Susan Pierson Sonderby, Room 642, United States Bankruptcy Court, 219 South Dearborn, Chicago, Illinois 60604, and shall then and there present the *First Interim Fee Application of Alvarez & Marsal LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Accountants to the Debtors for the period from June 11, 2005 through and including September 30, 2005* (the "Application"), at which time and place you may appear as you see fit. A copy of the Application may be obtained by contacting the undersigned.

Applicant	Total Fees Requested	Total Expenses Requested
Alvarez and Marsal, LLC Debtors' Accountants	\$132,376.50	\$862.10

PLEASE TAKE FURTHER NOTICE that any party wishing to object to the application shall file such objection in writing with the Clerk of the United States Bankruptcy Court, at 219 South Dearborn, Chicago, Illinois 60604, on or before **November 16, 2005** (the "Objection Deadline"). If you file an objection or response to the Application, it must also be

served on the Applicant, the Debtors, and the Office of the United States Trustee so as to be received by all such parties on or before the Objection Deadline.

Dated: Chicago, Illinois  
November 2, 2005

**DLA PIPER RUDNICK GRAY CARY US LLP**

By: /s/ David M. Neff

David M. Neff (ARDC #06190202)

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Brian A. Audette (ARDC #06277056)

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**CERTIFICATE OF SERVICE**

David M. Neff, an attorney, certifies that on November 2, 2005, he caused the foregoing *Notice of Hearing on First Interim Fee Application of Alvarez & Marsal LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Accountants to the Debtors for the period from June 11, 2005 through and including September 30, 2005 (the "Notice")* to be filed electronically. Notice of this filing was sent by operation of the Court's electronic filing system to the following parties:

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In addition, the parties listed on the attached service list were served with the Notice on November 2, 2005 by regular U.S. mail, postage prepaid. Parties may access this filing through the Court's CM/ECF system.

/s/ David M. Neff

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Chapter 11
	)	Case No. 05 B 04533
ROBERT J. LUNN, et al.,	)	(Jointly Administered)
	)	Hon. Susan Pierson Sonderby
Debtors.	)	

**FIRST INTERIM FEE APPLICATION OF ALVAREZ & MARSAL LLC  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES AS ACCOUNTANTS  
TO THE DEBTORS FOR THE PERIOD FROM JUNE 11, 2005  
THROUGH AND INCLUDING SEPTEMBER 30, 2005**

Robert J. Lunn ("Lunn"), Lunn 119<sup>th</sup> LLC ("Lunn 119<sup>th</sup>"), and Lunn 26<sup>th</sup> LLC ("Lunn 26<sup>th</sup>") and together with Lunn and Lunn 119<sup>th</sup>, the "Debtors"), pursuant to Sections 330, 331 and 504 of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rule 5082-1 of Bankruptcy Practice and Procedure of the United States Bankruptcy Court For the Northern District of Illinois (the "Local Rules"), submit this first interim fee application (the "Application") of Alvarez & Marsal, LLC ("A&M") for allowance of compensation for services rendered and reimbursement of expenses incurred as accountants to the Debtors for the period June 11, 2005 through and including September 30, 2005 (the "Application Period") and respectfully request an order awarding A&M interim compensation of \$132,376.50 for professional services and reimbursement of A&M's ordinary and necessary costs of \$862.10. In support of the foregoing, the Debtors state as follows:

**I. BACKGROUND AND FEE APPLICATIONS**

**A. Chapter 11 Filings and A&M's Retention**

1. On February 10, 2005, Panduit Corp., Jack E. Caveney and Margaret C. Caveney filed an involuntary bankruptcy petition (the "Involuntary Petition") against Lunn (Case No. 05 B 04533) in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Court").

2. On March 23, 2005, before the Involuntary Petition was adjudicated, Lunn consented to the entry of an Order for Relief under Chapter 7 of the Bankruptcy Code, and the Bankruptcy Court concurrently entered an Order Granting Lunn's Routine Motion for Conversion to Chapter 11.

3. On March 30, 2005, Lunn 119<sup>th</sup> (Case No. 05 B 11666) and Lunn 26<sup>th</sup> (Case No. 05 B 11672) each filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

4. On April 6, 2005, the Bankruptcy Court entered an Order Directing Joint Administration of Cases.

5. On May 31, 2005, the Bankruptcy Court entered an Order Granting Debtors' Application for Entry of an Order Authorizing Retention and Employment of Alvarez & Marsal as Debtors' Accountants (the "Retention Order") (Dkt. No. 178). The Retention Order provides, among other things, that "final allowance of all compensation and expense reimbursement of Alvarez & Marsal is subject to further Bankruptcy Court approval, after hearing and upon proper application to the Bankruptcy Court" Retention Order, ¶ 3.<sup>1</sup>

<sup>1</sup> On April 14, 2005, Lunn Partners Securities, L.L.C. ("Lunn Securities") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Lunn Partners, LLC ("Lunn Partners"), an entity in which Lunn owns a majority interest, is the managing member of Lunn Securities. On May 31, 2005, the Bankruptcy Court entered an Order authorizing Lunn Securities' retention of A&M. On August 19, 2005, creditors filed an involuntary Chapter 7 bankruptcy petition against Lunn Partners. On September 21, 2005, the Bankruptcy Court entered an order converting Lunn Partners' case to a Chapter 11. On that same date, the Bankruptcy Court entered an order

**B. Fee Applications**

6. This is A&M's first interim fee request. As previously stated, the Debtors seek approval and entry of an order authorizing and allowing A&M interim compensation of \$132,376.50 for work performed on behalf of the Debtors from June 11, 2005 through and including September 30, 2005 and allowance of A&M's actual and necessary expenses in the amount of \$862.10.

7. The Debtors submit that that all services and costs for which compensation is requested in this Application were reasonable and necessary and were performed by A&M for and on behalf of the Debtors and not for or on behalf of any other person.

**II. NATURE OF SERVICES PERFORMED BY A&M**

8. A&M has served as accountants to the Debtors since May 31, 2005. As part of that role, A&M has devoted time to numerous and complex matters in these cases.

9. All of the professional services that A&M rendered to the Debtors during the Application Period are set forth in detail in Group Exhibit "A," segregated according to project billing categories pursuant to Local Rule 5082-1. Without limiting the detailed descriptions in Group Exhibit "A," a brief description and summary of certain services rendered during the Application Period are provided below by project category as maintained by A&M.

**A. Preliminary Review and Analysis of Transactions and Claims: (Total Hours: 250.90, Total Fees: \$83,462.50)**

10. During the Application period, A&M performed various procedures related to Preliminary Claims Review, including reviewing pleadings and claims, analyzing documents and

authorizing Lunn Partners' retention of A&M. This Application does not include a request for compensation relating to any of A&M's services rendered to Lunn Securities or Lunn Partners.

other materials related to transactions and investments involving creditors and 26<sup>th</sup> Street, 119<sup>th</sup> Street, MOPS, and others, gathering over 230 boxes of documents from the Debtors to aid in the assessment of claims submitted, indexing and reviewing documents gathered from the Debtors to assist in the assessment of the claims submitted, obtaining documents from claimants to assist in the assessment of the claims submitted, and indexing documents to assist in the assessment of the claims submitted.

11. In connection with the foregoing, A&M expended 250.90 hours for which A&M seeks compensation of \$83,462.50. An itemized breakdown of the services rendered to the Debtors is attached hereto as Exhibit "A-1."

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael Pace	\$495.00	10.10	\$4,999.50
Anthony Alvizu	\$375.00	76.20	\$28,575.00
Aimee Scherger	\$345.00	110.20	\$38,019.00
Amy Cron	\$295.00	33.50	\$9,882.50
Frederick Gast	\$95.00	20.90	\$1,985.50
<b>Total</b>		<b><u>250.90</u></b>	<b><u>\$83,461.50</u></b>

**B. Project Management:** (Total Hours: 65.20, Total Fees: \$24,191.00)

12. A&M performed various procedures related to Project Management, including discussing, updating, and documenting its understanding of the engagement objectives, developing an approach to tasks requested by the Debtors, conducting various client and engagement team communications as to the status of the engagement, creating templates used to enable consistency when conducting various preliminary claims review procedures, reviewing work product created for the Debtors and performing various tasks related to engagement economics.

13. In connection with the foregoing, A&M expended 65.20 hours for which A&M seeks compensation of \$24,191.00. An itemized breakdown of the services rendered to the Debtors is attached hereto as Exhibit "A-2."

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael Pace	\$495.00	10.50	\$5,197.50
Anthony Alvizu	\$375.00	9.90	\$3,712.50
Aimee Scherger	\$345.00	41.30	\$14,248.50
Amy Cron	\$295.00	3.00	\$885.00
Jennifer Sustersic	\$295.00	<u>0.50</u>	<u>\$147.50</u>
<b>Total</b>		<b><u>65.20</u></b>	<b><u>\$24,191.00</u></b>

**C. Meetings with Debtors' Counsel and/or Debtors:** (Total Hours: 29.80, Total Fees: \$12,594.00)

14. During the Application Period, A&M prepared for and participated in several meetings with Lunn and the Debtors' attorneys to understand and discuss the facts and circumstances of the issues and claims, case objectives and scope, and latest developments involving claims, claims objections and bankruptcy proceedings. The meetings were held in person at the offices of DLA Piper Rudnick Gray Cary and also via telephone.

15. In connection with the foregoing, A&M expended 29.80 hours for which A&M seeks compensation of \$12,594.00. An itemized breakdown of the services rendered to the Debtors is attached hereto as Exhibit "A-3."

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael Pace	\$495.00	12.40	\$6,138.00
Anthony Alvizu	\$375.00	15.10	\$5,662.50
Aimee Scherger	\$345.00	2.30	\$793.50
<b>Total</b>		<b><u>29.80</u></b>	<b><u>\$12,594.00</u></b>

**D. Detailed Claims and Cash Flow Analysis:** (Total Hours: 39.00, Total Fees: \$12,130.00)

16. During the Application Period, A&M performed various procedures related to the Claims Analysis category, including discussing and understanding the objectives of each analysis, performing detailed reviews of documents provided by the Debtors, the Debtors' agents, and/or claimant(s) so as to aid in the production of analyses, entering of information gathered into spreadsheets to help in producing independent analysis, performing detailed reviews of various account transactions related to the Debtors' accounts, and accounts of specific claimants, production of any analysis performed, if appropriate, and the supporting documentation related to that production.

17. In connection with the foregoing, A&M attorneys expended 39.00 hours for which A&M seeks compensation of \$12,130.00. An itemized breakdown of the services rendered to the Debtors is attached hereto as Exhibit "A-4."

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Aimee Scherger	\$345.00	12.50	\$4,312.50
Amy Cron	\$295.00	15.00	\$4,425.00
Jennifer Sustersic	\$295.00	<u>11.50</u>	<u>\$3,392.50</u>
<b>Total</b>		<b><u>39.00</u></b>	<b><u>\$12,130.00</u></b>

**E. Statement of Expenses:** (A&M Total Expenses: \$862.10)

18. A&M has also incurred expenses in the amount of \$862.10 for, among other things, telephone charges (at actual cost), transportation (at actual cost), and delivery charges (at actual cost). A detailed breakdown of expenses incurred by A&M during the Application Period is attached as Exhibit "B."

**IV. STATEMENT OF LEGAL SERVICES AND EXPENSES**  
**PURSUANT TO 11 U.S.C. § 504 AND BANKRUPTCY RULE 2016(B)**

19. All of the services performed by A&M were required for the proper representation of the Debtors in these cases, were authorized by the Bankruptcy Court, and were performed by A&M at the request and/or direction of the Debtors. Pursuant to Bankruptcy Code Section 331 and the generally applicable criteria of the time, nature, extent and value of the services performed, all of A&M's services are compensable.

20. There has been little, if any, duplication of services by the accountants or professionals of A&M. In those instances where two or more accountants and/or professionals participated in any matter, such joint participation was necessary because of the complexity of the problem, magnitude of the issues, allocation of work responsibility or work involved and/or the time constraints that existed.

21. The rates at which A&M seeks compensation are its usual and customary standard hourly rates charged for work, both bankruptcy and non-bankruptcy, performed for other A&M clients.

22. From June 11, 2005 through and including September 30, 2005, A&M has devoted 384.90 hours to assist the Debtors with respect to categories (A)-(D) above, and has provided these estates with actual and necessary accounting services worth a total of \$132,376.50 and has incurred expenses totaling \$862.10.

23. A copy of the computer generated time entries reflecting the time recorded for A&M's services, organized by project billing categories in accordance with Local Rule 5082-1, is attached hereto as Group Exhibit "A."

24. A computer generated statement of expenses incurred by A&M is attached hereto as Group Exhibit "B."

25. Attached hereto as Exhibit "C" is the affidavit of Michael R. Pace attesting to, among other things, the accuracy of the information set forth in Group Exhibit "A" and Group Exhibit "B" of this Application.

26. Attached to this Application as Exhibit "D" is a draft order.

**WHEREFORE**, the Debtors respectfully request that this Bankruptcy Court enter an order authorizing and approving:

A. Interim compensation to A&M in the amount of **\$132,376.50** for professional services rendered to the Debtors from June 11, 2005 through and including September 30, 2005;

B. Interim reimbursement of A&M's ordinary and necessary costs of **\$862.10** incurred during the Application Period;

C. Authorizing and Directing the Debtors to pay the amounts awarded to A&M from cash proceeds held at Associated Bank; and

D. Such other and further relief as the Bankruptcy Court may deem just and equitable under the circumstances.

Respectfully submitted,

Dated: November 2, 2005

**ROBERT J. LUNN, LUNN 119th LLC and  
LUNN 26th LLC**

By: /s/ David M. Neff  
David M. Neff (ARDC #06190202)  
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CERTIFICATE OF SERVICE

David M. Neff, an attorney, certifies that on November 2, 2005, he caused the foregoing *Frist Interim Fee Application of Alvarez & Marsal LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Accountants to the Debtors for the Period from June 11, 2005 through and including September 30, 2005 (the "Application")* to be filed electronically. Notice of this filing was sent by operation of the Court's electronic filing system to the following parties:

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In addition, the following party was served with the Application on November 2, 2005 by regular

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